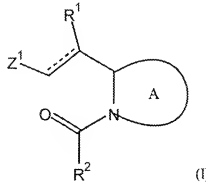
AMENDMENT TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound of Formula (I)



(I)

wherein

------ is a single or double bond

R^1 is hydrogen, $-CO_2R^3$, $-C(O)R^3$, $-CONR^3R^3$, $-CH_2OR^4$ or $-CH_2SR^4$;

ring A is an optionally substituted pyrrolidinyl ring;

R^2 is alkyl, alkenyl, alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocyclyl, optionally substituted heterocyclenyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkenyl, optionally substituted heteroaralkenyl, optionally substituted aralkynyl, or optionally substituted heteroaralkynyl;

R^3 is hydrogen or lower alkyl;

R^4 is hydrogen, lower alkyl, lower acyl, aroyl or heteroaroyl; and

Z^1 is optionally substituted phenyl, ~~wherein Z^1~~ and is additionally substituted by an amidino group of formula

wherein R^5 and R^6 together are $=NR^8$; R^8 is selected from hydrogen, R^9O_2C-, R^9O-, HO-, $R^8C(O)$-, HCO-, cyano, optionally substituted lower alkyl, nitro or $Y^{1a}Y^{2a}N$-; wherein R^9 is alkyl, optionally substituted aralkyl, or optionally substituted heteroaralkyl; R^7 is selected from hydrogen, optionally substituted lower alkyl, optionally substituted aralkyl and optionally substituted heteroaralkyl; and Y^{1a} and Y^{2a} are independently hydrogen or alkyl; or

a pharmaceutically acceptable salt thereof, an N-oxide thereof, or an acid bioisotere thereof selected from the group consisting of C(=O)-NHOH, C(=O)-NH-CN, sulpho, phosphono, alkylsulfonylcarbamoyl, tetrazolyl, arylsulfonylcarbamoyl, heteroarylsulfonylcarbamoyl, N-methoxycarbamoyl, 3-hydroxy-3-cyclobutene-1,2-dione, 3,5-dioxo-1,2,4-oxadiazolidinyl, or 3-hydroxyisoxazolyl, 3-hydroxy-1-methylpyrazolyl or other heterocyclic phenols.

2. (Cancelled)

3. (Previously presented) The compound according to claim 1 wherein R^8 is hydrogen; and R^7 is hydrogen.

4. (Previously presented) The compound according to claim 1 wherein R^7 and R^8 are independently optionally substituted lower alkyl.

5. (Previously presented) The compound according to claim 1 wherein R^1 is hydrogen, $-CO_2R^3$, $-CH_2OR^4$ or $-CH_2SR^4$.

6. (Previously presented) The compound according to claim 1 wherein R^1 is hydrogen, $-CO_2R^3$ or $-CH_2OR^4$.

7. (Previously presented) The compound according to claim 1 wherein R^1 is $-CO_2R^3$ and R^3 is lower alkyl or hydrogen.

8. (Previously presented) The compound according to claim 1 wherein R^1 is $-CH_2OR^4$ or $-CH_2SR^4$ and R^4 is hydrogen or lower alkyl.

9-10. (Cancelled)

11. (Previously presented) The compound according to claim 1 wherein
R^2 is optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl or optionally substituted aralkynyl.

12. (Previously presented) The compound according to claim 1 wherein
R^2 is optionally substituted phenyl, optionally substituted naphthyl, or optionally substituted heteroaryl.

13. (Previously presented) The compound according to claim 1 wherein
R^2 is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl), optionally substituted (heteroaryl substituted heteroaryl), optionally substituted (phenyl substituted heterocyclenyl), optionally substituted (phenyl substituted heterocyclyl), optionally substituted (heteroaryl substituted heterocyclenyl) or optionally substituted (heteroaryl substituted heterocyclyl).

14. (Previously presented) The compound according to claim 1 wherein
R^2 is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl) or optionally substituted (heteroaryl substituted heteroaryl).

15. (Previously presented) The compound according to claim 1 wherein
R^3 is lower alkyl.

16. (Previously presented) The compound according to claim 1 wherein
R^4 is hydrogen or lower alkyl.

17. (Cancelled)

18. (Previously presented) The compound according to claim 4 wherein
R^9 is lower alkyl.

19. (Previously presented) The compound according to claim 1 wherein
------ is a single bond.

20. (Previously presented) The compound according to claim 1 wherein

------ is a single bond;
R^1 is $-CO_2R^3$;
R^2 is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl), optionally substituted (heteroaryl substituted heteroaryl), optionally substituted (phenyl substituted heterocyclenyl), optionally substituted (phenyl substituted heterocyclyl), optionally substituted (heteroaryl substituted heterocyclenyl) or optionally substituted (heteroaryl substituted heterocyclyl); and
Z^1 is phenyl, which is substituted by an amidino substituent.

21. (Previously presented) The compound according to claim 1 wherein Z^1 is substituted by an amidino group in the meta or para position of the ring system of Z^1, relative to the position of attachment of Z^1 to the rest of the molecule.

22. (Cancelled)

23. (Previously presented) The compound according to claim ~~21~~ wherein
R^5 and R^6 together are $=NR^8$;
R^8 is hydrogen;
R^7 is hydrogen;
R^1 is hydrogen, $-CO_2R^3$, $-C(O)R^3$, $-CH_2OR^4$ or $-CH_2SR^4$;
Ring A is an optionally substituted pyrrolidinyl ring;
R^2 is optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heteroaryl;
R^4 is hydrogen or lower alkyl; and
------ is a single or double bond.

24. (Currently amended) A compound according to claim 1 which is:
2-[1-(Biphenyl-4-carbonyl)-pyrrolidin-2-yl]-3-(3-carbamimidoylphenyl)-propionic acid methyl ester trifluoroacetate, 3-(3-Carbamimidoylphenyl)-2-[1-(4-pyridin-3-ylbenzoyl)-pyrrolidin-2-yl]propionic acid methyl ester ditrifluoroacetate, 2-[1-(3-Aminomethylbiphenyl-4-carbonyl)-pyrrolidin-2-yl]-3-(3-carbamimidoylphenyl)-propionic acid methyl ester ditrifluoroacetate, 3-(3-Carbamimidoylphenyl)-2-[1-(6-chlorobenzo[b]thiophene-2-carbonyl)-pyrrolidin-2-yl]- propionic acid methyl ester trifluoroacetate, 3-(3-Carbamimidoylphenyl)-2-{1-[4-(6-methoxypyrid-3-yl)-benzoyl]-pyrrolidin-2-yl}-propionic acid methyl ester ditrifluoroacetate, 3-(3-Carbamimidoylphenyl)-2-{1-[4-(6-oxo-1,6-dihydropyrid-3-yl)-benzoyl]-pyrrolidin-2-yl}-propionic acid methyl ester trifluoroacetate, 2-[1-(Biphenyl-4-carbonyl)-

pyrrolidin-2-yl}-3-(4-carbamimidoylphenyl)-propionic acid methyl ester trifluoroacetate, 3-(R)-(5-Carbamimidoyl-2-hydroxyphenyl)-2-(R)-{1-[4-(6-oxo-1,6-dihydropyrid-3-yl)-benzoyl]-pyrrolidin-2-yl}-propionic acid methyl ester trifluoroacetate, 4-Hydroxy-3-(2-{1-[4-(6-oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-(R)-yl}-ethyl)-benzamidine trifluoroacetate, 3(R)-(3-Carbamimidoyl-phenyl)-2(R)-{1-[4-(6-oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-yl}-propionic acid-trifluoroacetate; 2-(R)-[1-(Biphenyl-4-carbonyl)-(R)-pyrrolidin-2-yl]-3-(R)-(3-carbamimidoyl-phenyl)-propionic acid methyl ester-trifluoroacetate , 3-(2-{1-[4-(6-Oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-(R,S)-yl}-ethyl)-benzamidine-trifluoroacetate, or 4-Hydroxy-3-(2-{1-[4-(6-oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-(R)-yl}vinyl)-benzamidine trifluoroacetate or a pharmaceutically acceptable salt thereof, an N-oxide thereof, or an acid bioisotere thereof selected from the group consisting of C(=O)-NHOH, ~~C(=O)-CH2OH, C(=O)-CH2SH,~~ C(=O)-NH-CN, sulpho, phosphono, alkylsulfonylcarbamoyl, tetrazolyl, arylsulfonylcarbamoyl, heteroarylsulfonylcarbamoyl, N-methoxycarbamoyl, 3-hydroxy-3-cyclobutene-1,2-dione, 3,5-dioxo-1,2,4-oxadiazolidinyl, or 3-hydroxyisoxazolyl, 3-hydroxy-1-methylpyrazolyl or other heterocyclic phenols.

25. (Previously presented) A pharmaceutical composition comprising a pharmaceutically effective amount of the compound according to claim 1 and a pharmaceutically acceptable carrier.

26. (Withdrawn) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess of Factor Xa activity comprising administering to said patient a pharmaceutically effective amount of the compound according to claim 1.

27. (Withdrawn) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess amount of thrombin, comprising administering to said patient a pharmaceutically effective amount of the compound according to claim 1.

28. (Withdrawn) A method of inhibiting the activity of factor Xa comprising contacting a Factor Xa inhibitory amount of a compound according to claim 1 with a composition containing Factor Xa.

29. (Withdrawn) A method of inhibiting the formation of thrombin comprising contacting a Factor Xa inhibitory amount of a compound according to claim 1 with a composition containing Factor Xa.